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September 14, 2000

RECORDATION NO. **23008-G** FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 14 '00

2-10 PM

TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of September 13, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was duly filed with the Board under Recordation Number 23008.

The names and addresses of the parties to the enclosed document are:

Seller: Allfirst Bank
25 South Charles Street
Baltimore Maryland 21202

[Buyer: ICX Corporation]

A description of the railroad equipment covered by the enclosed documents is:

Seventy-four (74) 70-ton boxcars within the series WC 26009 – WC 26778
not inclusive.

Mr. Vernon A. Williams
September 14, 2000
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A short summary of the railroad equipment covered by the enclosed document is:

Bill of Sale RML
~~Memorandum of Assignment of Schedule No. 2 to Master Lease~~
~~Agreement~~, dated as of September 13, 2000 between Allfirst Bank,
Assignor, and ICX Corporation, Assignee, covering seventy-four (74) 70-
ton boxcars within the series WC 26009 – WC 26778 not inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that ALLFIRST BANK, a Maryland state-chartered banking corporation, in consideration of the sum of \$10.00 to the undersigned to be paid by ICX CORPORATION pursuant to the terms of the Transfer Agreement dated September 13, 2000 between Allfirst Bank and ICX Corporation, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents do bargain, sell, grant, convey, transfer, and delivery unto ICX Corporation the boxcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto ICX Corporation, its successors and assigns forever.

And the undersigned does for itself and its successors and assigns covenant and agree with ICX Corporation to warrant and defend title to the railcars hereby sold unto ICX Corporation, its successors and assigns against all and every person and persons claiming by, through or under Allfirst Bank.

And the undersigned does for itself and its successors and assigns warrant and represent to ICX Corporation that the title conveyed is good, its transfer is rightful, and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance arising by, through or under Allfirst Bank, other than Schedule No. 2 to the Master Lease Agreement, dated as of June 30, 2000 between Allfirst Bank, as lessor, and Wisconsin Central Ltd., as lessee.

THE RAILCARS SHALL BE SOLD TO ICX CORPORATION BY ALLFIRST BANK ON AS "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, IN NO EVENT SHALL ALLFIRST BANK BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 13th day of September, 2000.

ATTEST:

ALLFIRST BANK

Harper Ave

By: Paul L. Gettings (SEAL)
Paul L. Gettings
Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

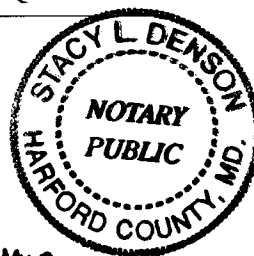
I HEREBY CERTIFY, that on this 12th day of September, 2000, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Paul L. Gettings, who acknowledged himself to be the Vice President of ALLFIRST BANK, a Maryland state-chartered banking corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESSED my hand and Notarial Seal.

Stacy L. Denson
Notary Public

(SEAL)

My Commission Expires:



My Commission Expires
08/02/2003

DESCRIPTION OF RAILCARS

Schedule No. 2: Seventy-four (74) 50ft., 70-ton boxcars, Plate B, with cushioned underframes, originally built 1965(7), 1966(24), 1967(29) and 1968(14), rebuilt to rule 88 standards in 1990 bearing the following road marks and numbers:

WC 026009	WC 026119	WC 026203	WC 026410
WC 026012	WC 026124	WC 026205	WC 026412
WC 026013	WC 026134	WC 026211	WC 026746
WC 026015	WC 026135	WC 026212	WC 026770
WC 026019	WC 026136	WC 026217	WC 026771
WC 026020	WC 026139	WC 026223	WC 026772
WC 026021	WC 026144	WC 026225	WC 026773
WC 026033	WC 026146	WC 026230	WC 026774
WC 026034	WC 026149	WC 026231	WC 026775
WC 026036	WC 026154	WC 026237	WC 026777
WC 026044	WC 026161	WC 026307	WC 026778
WC 026047	WC 026165	WC 026309	
WC 026053	WC 026167	WC 026331	
WC 026076	WC 026169	WC 026349	
WC 026080	WC 026176	WC 026363	
WC 026093	WC 026177	WC 026364	
WC 026094	WC 026178	WC 026376	
WC 026101	WC 026179	WC 026397	
WC 026102	WC 026192	WC 026400	
WC 026105	WC 026198	WC 026401	
WC 026109	WC 026200	WC 026405	